

MARVEL
COMICS



LATE
SEPT
#439

APPROVED
BY THE
COMICS
CODE
AUTHORITY

THE AMAZING

SPIDER-MAN

How is the
WEB-SPINNER
RESPONSIBLE FOR THE
AGE OF HEROES?



WHAT WILL
BE THE FATE OF
Mary Jane??!

WHAT IS THE
SECRET OF THE
**SPIDER-
CYCLE?**

FIND OUT
INSIDE!

WWW.MARVEL.COM

DIRECT EDITION



59606 02457 5
\$1.99 US \$2.80 CAN

DEFALCO

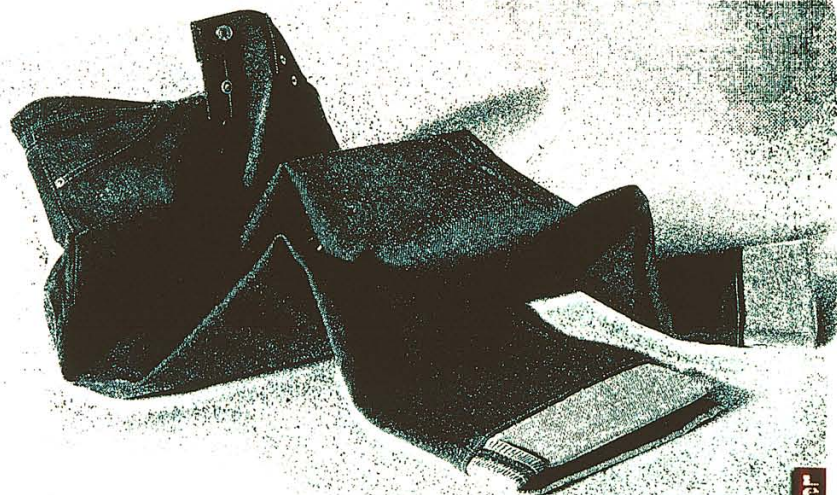
KAYANAN

LAROSA

TM & © 2004 MARVEL

TM & © 2004 MARVEL

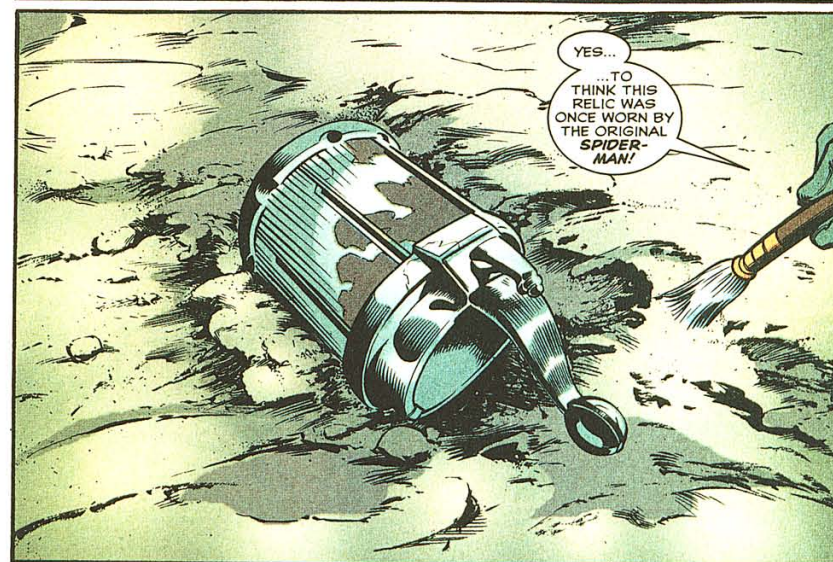
DENIM RIGOR MORTIS.



HARD JEANS

©1998 Levi Strauss & Co. All rights reserved.

TM & © 2004 MARVEL



TM & © 2004 MARVEL

HEY, IT'S
THE EVER-
AMAZING

SPIDER-MAN!

A true hero at heart, Spider-Man has dedicated his life to preventing injustices against the innocent.



M Meet Peter Parker, once a brilliant, though meek, high school student, orphaned as a child and reared by his doting Uncle Ben and Aunt May. At a science fair, Peter was bitten by an irradiated spider and gained the proportionate strength, speed, agility and early warning "spider-sense" of that arachnid. He used these powers for personal fame and fortune as a masked Spider-Man. But when Peter failed to stop a criminal who later killed his beloved Uncle Ben, the youth's costumed identity took on a far deeper significance. He realized that with great power there must also come great responsibility. So Peter Parker became the wall-crawling nemesis of the criminal element; a young man determined to atone for the tragic death of his uncle — The Amazing Spider-Man!

ZACK

An archaeologist who burns with an inner passion to learn all he can about the past—including the life of our friendly neighborhood Spider-Man.



LANA

An archaeologist who works with the intense Zack at the various digs and plays the unbridled optimist when it comes to a scientist's ability to uncover the past from the fragments left in the present.



MARY JANE WATSON-PARKER

The wife of Peter Parker/Spider-Man, and his closest confidant. She has currently returned to Empire State University as a student majoring in psychology.



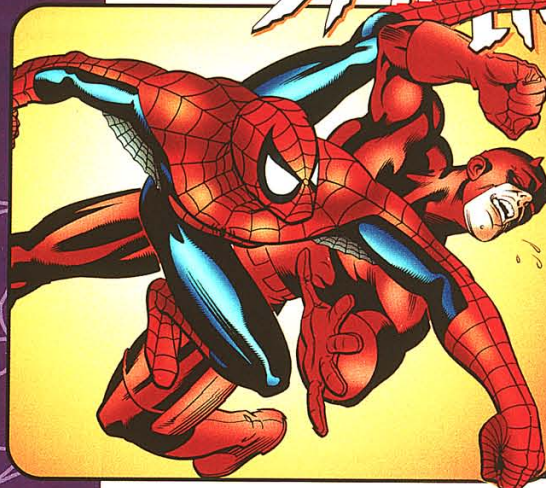
BLACK TARANTULA

A shadowy South American crime-lord who has apparently lived for centuries. The Tarantula has come to New York to personally try and take control of the city's criminal element.



PREVIOUSLY IN

THE AMAZING SPIDER-MAN®



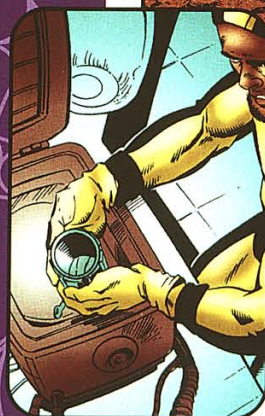
Spidy was forced to battle Daredevil due to the machinations of a new villainess in New York called Synario.

Luckily, the two heroes pulled it together at the last moment and defeated their bizarre adversary, parting on friendly terms.



But elsewhere and elsewhere, a man with an intense curiosity attempts to piece together the life of our heroic webspinner from the flimsiest of evidence.

Let's look in on the site of the unearthing...



Design by COMICRAFT's John Marasigan

THERE ONCE WAS A SPIDER...!

A STAN LEE
PRESENTATION

TOM DEFALCO
WRITER
RAPHAEL KAYANAN
PENCILS

BUD LAROSA
INKS

BOB SHAREN
COLORS

HISTORY
REMEMBERS
THE LEGENDARY
WEB-SWINGER AS A
PIVOTAL PLAYER
IN THE AGE OF
HEROES!

NO
STATIC! MY OLDER
BROTHER WROTE
HIS DOCTORAL
THESIS -- AND STILL
TEACHES A GRADUATE
SEMINAR -- ON SPIDER-
MAN'S POST-
ONSLAUGHT
PERIOD.

RS&COMICRAFT'S LIZ AGRAPHOTIS
LETTERS

RALPH MACCHIO
EDITOR

BOB HARRAS
CHIEF

THE AMAZING SPIDER-MAN: Vol. 1, No. 439, September, 1999 (ISSN #0274-9232) Published by MARVEL COMICS, Joseph Calamari, President; Stan Lee, Publisher; Shirrel Rhoades, Executive VP; Publishing Office of PUBLICATION, 367 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. PERIODICALS POSTAGE PAID AT NEW YORK, N.Y. AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1999 Marvel Characters, Inc. All rights reserved. Price \$1.99 per copy in the U.S. and \$2.80 in Canada. Subscription rate for 12 issues: U.S. \$23.88, foreign \$35.88, and Canadian subscribers must add \$10.00 for postage and GST. GST #R123032852. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. SPIDER-MAN (including all prominent characters featured in this issue and the distinctive likenesses thereof) is a trademark of MARVEL CHARACTERS, INC. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING CORP./SUBSCRIPTION DEPT., P.O. BOX 1979 DANBURY, CT 06813-1979. TELEPHONE 4 (203) 743-5331. FAX 4 (203) 744-9644. Printed in the U.S.A.

TM & © 2004 MARVEL

I'VE ALWAYS PREFERRED THE
WALL-CRAWLER'S PRE-
COLLEGE ERA.

REALLY? I'M A FAN
OF THE MAXIMUM CARNAGE
PERIOD MYSELF.

Y-YOU
CAN'T BE
SERIOUS --!

I'M ENTITLED
TO MY OPINION.
HERE --/ LET'S GET
THAT WEB-SHOOTER INTO
A STERILE GEL-PAK --

-- AND
FLASH BACK
TO OUR LAB
ACROSS THE
RIVER!

I'VE HAD
ENOUGH OF
THESE SNARKY
RUINS FOR ONE
DAY.

OLD
MANHATTAN
WAS A GREAT
CITY DURING
SPIDER-MAN'S
TIME.

YEAH, BUT IT WAS
FILLED WITH CRIME,
DISEASE AND
POVERTY.

HE LIVED IN A
VERY DIFFERENT
WORLD.

A DARKER,
GRITTIER WORLD!

DID YOU NOTICE
THAT BROWNISH
STAIN ON THE WEB-
SHOOTER?

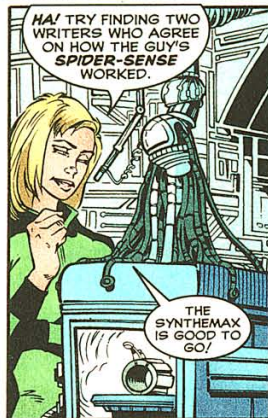
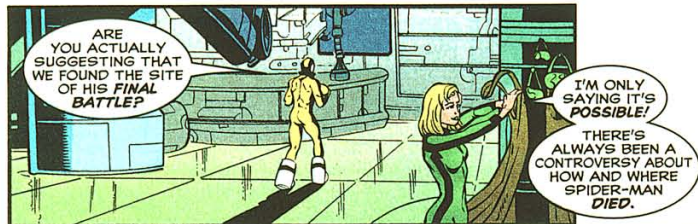
YES, AND I HOPE
THE SYNTHEMAX
CAN IDENTIFY
IT.

WHY?
WHAT ABOUT
IT?

I WAS
THINKING
IT MIGHT
BE...

...SPIDER-
MAN'S
BLOOD!

TM & © 2004 MARVEL



image™ OVERPOWER™ CARD GAME PRE-RELEASE!

GET A JUMP ON THE COMPETITION!
IMAGE OVERPOWER PRE-RELEASE TOURNAMENTS
AT THE FOLLOWING LOCATIONS....

	NEUTRAL GROUND 122 West 26th Street 4th Floor New York, NY 10001 (212) 633-6320 info@nground.com		GAMERS GUILD, INC. 325 West 31st Street South Wichita, KS 67217 (316) 522-2442 aussiefox@msn.com
	WIZARDS 4518 University Way, NE Seattle, WA 98105 (206) 675-1608 freddie@wizards.com		NEUTRAL GROUND 560 Showers Drive Suite 4 Mountain View, CA 94040 (650) 947-0398 conan@matchplay.com
	GROUND ZERO University of Utah Salt Lake City, UT (801) 965-0470 john.peterson@m.cc.utah.edu		BALL & CLAW 2128-B Pelham Pkwy. Pelham, AL 35124 (205) 985-7070 ballandclaw@mindspring.com
	YOUR MOVE GAMES! 400 Highland Ave. 2nd Floor Somerville, MA 02144 (617) 666-5799		GREAT LAKES GAMES Olympia Plaza 177 West Joe Orr Road Chicago Heights, IL (847) 222-1954 protourusa@aol.com
	NEUTRAL GROUND 281 South Main St. Suite 103B Alpharetta, GA 30004 (770) 753-0030 efreet@mindspring.com		GIANT COMICS WAREHOUSE 377 North Highway 1792 Orlando, FL 32750 (407) 695-8706 info@loreweb.com

**AND DON'T FORGET TO RETURN AFTER THE RELEASE DATE BECAUSE...
IMAGE OVERPOWER IS ON SALE AT THE SAME LOCATIONS!**

OverPower and the OverPower Legion: TM and © 1998 Marvel Characters, Inc. All Rights Reserved.
Produced at distributed by WildStorm Productions.

perpetual™

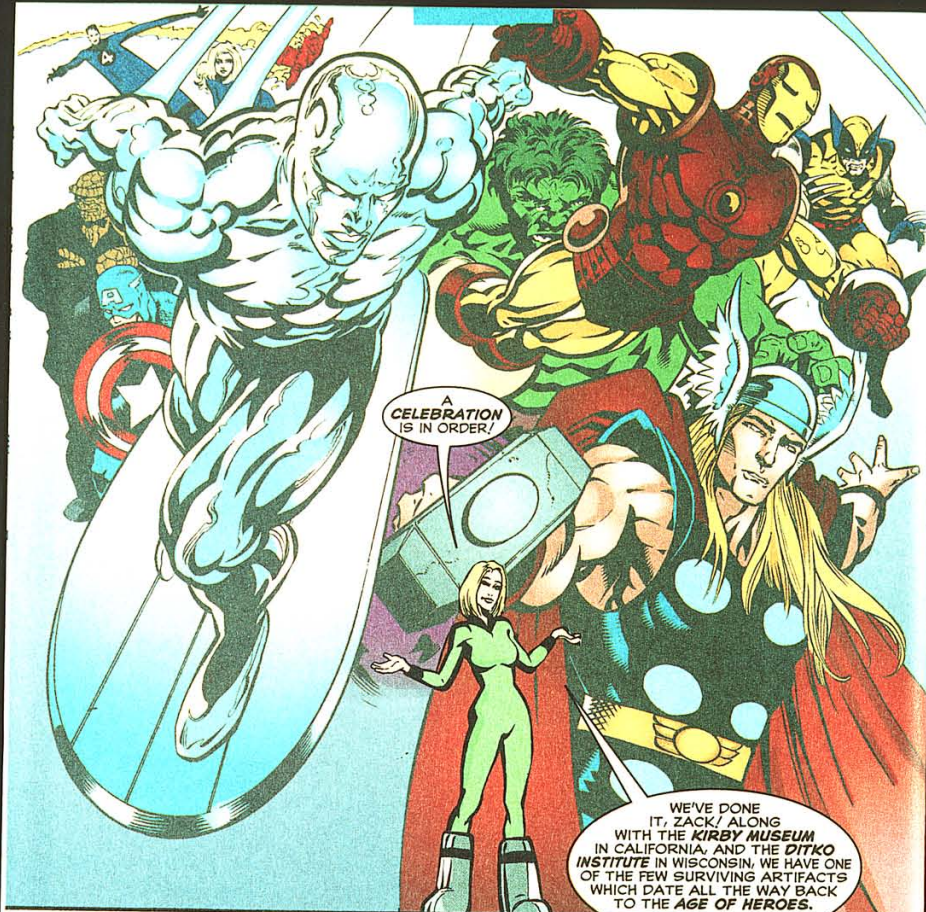
comics, games and cards

- No Membership Fees!
- Home Delivery!
- 30% Discount on Everything!
- No Minimum Orders!
- Free Stuff With Every Order!
- Every Issue Comes Bagged!

Call, Email or write for a Free Perpetual Catalog.

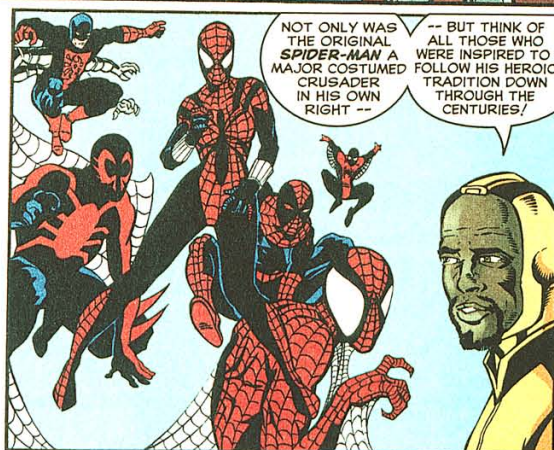
333 Crescendo Way, Silver Spring, MD 20901 email: NBPerp@aol.com
CALL: (301) 681-4800

Perpetual Mail Order Service is an individual business, not owned or operated by or in conjunction with Marvel, WildStorm, or OverPower.



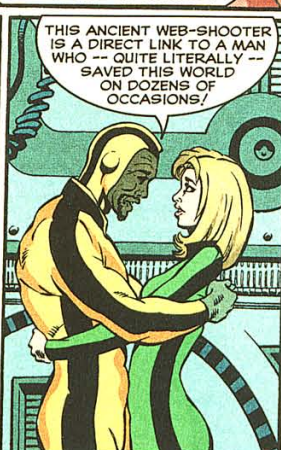
A
CELEBRATION
IS IN ORDER!

WE'VE DONE
IT, ZACK! ALONG
WITH THE KIRBY MUSEUM
IN CALIFORNIA, AND THE DITKO
INSTITUTE IN WISCONSIN, WE HAVE ONE
OF THE FEW SURVIVING ARTIFACTS
WHICH DATE ALL THE WAY BACK
TO THE AGE OF HEROES.



NOT ONLY WAS THE
ORIGINAL
SPIDER-MAN A
MAJOR COSTUMED
CRUSADER
IN HIS OWN
RIGHT --

-- BUT THINK OF
ALL THOSE WHO
WERE INSPIRED TO
FOLLOW HIS HEROIC
TRADITION DOWN
THROUGH THE
CENTURIES!



THIS ANCIENT WEB-SHOOTER
IS A DIRECT LINK TO A MAN
WHO -- QUITE LITERALLY --
SAVED THIS WORLD
ON DOZENS OF
OCCASIONS!

ADVERTISEMENT

GET THE CREDIT CARD WITH POWER

RECEIVE
6 MONTHS
OF A SPECTACULAR
MARVEL COMIC
FOR ONLY
\$6.00!
AFTER THE FIRST USE
OF YOUR ACCOUNT



With the amazing Marvel MasterCard® credit card, you now have great power and great responsibility! It's the only credit card that gives you heroic purchasing power while enhancing your collection of Marvel merchandise.

After using your No-Annual-Fee Marvel MasterCard for the first time, you'll receive an exclusive, limited-edition Spider-Man lithograph with artist Mark Bagley's signature etched in gold-tone ink! You will also be offered a 6 month trial subscription to a select group of Marvel Comics for just \$6.00. Offer expires June 30, 1998.

Plus, if you charge \$2,500 in net retail purchases within one year of your account opening date, you can qualify for an exclusive set of three metal Spider-Man cards in a tin collector's case!

The Marvel MasterCard comes with a fantastic introductory Annual Percentage Rate (APR) on cash advance checks and balance transfers, epic Customer service, additional Marvel product discounts, and more.

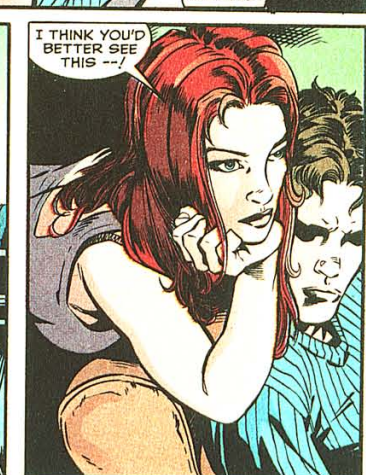
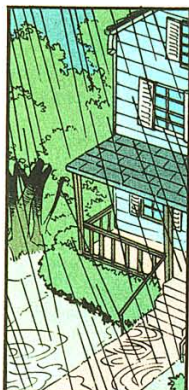
So apply for the only credit card that gives you the spending power of a Super Hero! Call 1-888-SPIDEY-1 today to take advantage of this amazing offer.



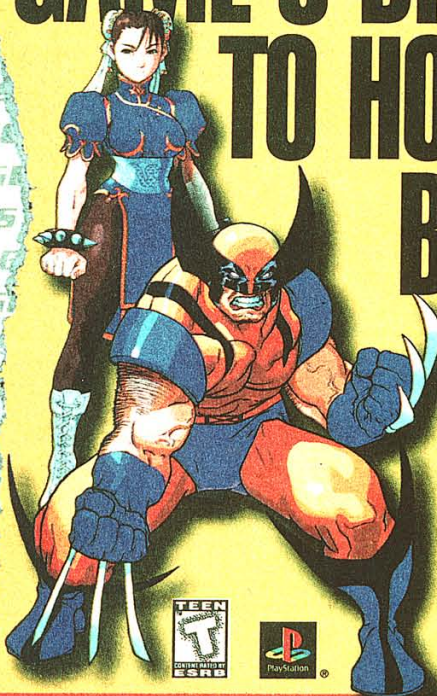
Mention priority code G7WC when you call.
(Applicants must be at least 18 years of age.)



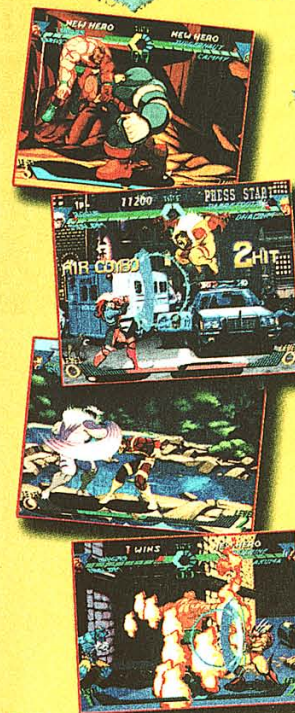
†Please allow 6-8 weeks for delivery. Complete details about each of the offers described here will be sent to all cardholders. Supplies may be limited. These offers are provided by Marvel Entertainment Group. There are costs associated with the use of this credit card. You may contact the issuer and administrator of this program, MBNA America Bank, to request specific information about the costs by calling 1-800-523-7666 or by writing to P.O. Box 15020, Wilmington, DE 19850. TTY users, please call 1-800-833-6262. MBNA America is a federally registered service mark of MBNA America Bank, N.A. MasterCard is a federally registered service mark of MasterCard International Inc., used pursuant to license. Spider-Man and Marvel © 1998 Marvel Characters, Inc. © 1998 MBNA America Bank, N.A. AD 3-316-97



ONLY ONE FIGHTING GAME'S BIG ENOUGH TO HOLD THEM BOTH.



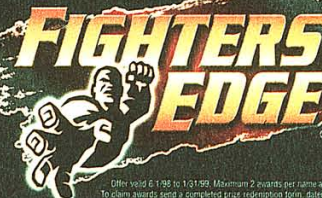
The #1 arcade blockbuster tears into the PlayStation® game console! X-Men vs. Street Fighter pits Marvel's bone-crushing mutants against Capcom's legendary fighters in a slugfest of epic proportions. Perform outrageous moves – from Aerial Guards to amazing Chain Combos. Engage yourself in Capcom's signature control and lightning quick responsiveness. X-Men vs. Street Fighter. The collision of two explosive universes in one fantasy fighter.



JOIN FIGHTERS EDGE. EARN KILLER STUFF.

Join the ranks of the world's fighting elite in Capcom's Fighters Edge®. Collect Fighters Edge proof-of-purchase points every time you buy a Fighters Edge game to earn amazing stuff like a Fighters Edge T-shirt, skateboard, sunglasses or other cool gear (see complete rules and regulations for complete list of awards, point values and redemption information). Plus, you'll be signed up to receive special offers and a chance to win killer prizes – like your own arcade machine! It's free to join! Just complete the entry form on this page or send a 3" x 5" card with your name, address, phone number and date of birth to:

Fighters Edge, Capcom Entertainment
475 Oakmead Parkway, Sunnyvale, California 94086
For more information check out www.fightersedge.com
or call 1-408-774-0400.



Offer valid 6/1/98 to 1/31/99. Maximum 2 awards per name and/or address. To claim awards send a completed prize redemption form direct call separate receipts, proof-of-purchase, points and shipping and handling fees to: Capcom Entertainment (See prize redemption form or www.fightersedge.com for complete details). Award merchandise is subject to change and subject to availability while supplies last. Extra points per review will not be refunded. Points cannot be transferred or sold to another party for use for any other purpose. Fighters Edge points can not be redeemed for cash. Capcom Entertainment may cancel, rescind or extend this offer at any time. Points are subject to verification. Only original Fighters Edge proof-of-purchase points are valid from retail purchases or from authorized Fighters Edge vendors. No reproductions allowed. Points valid only once per game purchased per person. Fraudulent claims will be voided. Capcom is not responsible for lost, incomplete, damaged or illegible claim forms. Certified mail is recommended for orders. Sony Computer Entertainment Inc. is in no way affiliated with this program. Employees of Capcom Entertainment, its agencies, vendors and their immediate family members are not eligible for this offer. All decisions of Capcom Entertainment on all matters relating to this promotion are final. Recipients agree that awards are presented on the condition that they will remain the property of Capcom Entertainment. Recipients agree to indemnify and hold Capcom Entertainment, its agencies, vendors and their immediate family members harmless from and against all claims, damages, losses or expenses of any kind resulting from acceptance, possession or use of the award. Award recipient is responsible for any and all Federal, State and local taxes necessary. Other restrictions may apply. Void where prohibited by law. All orders must be postmarked by 1/31/99.

GAMEPRO

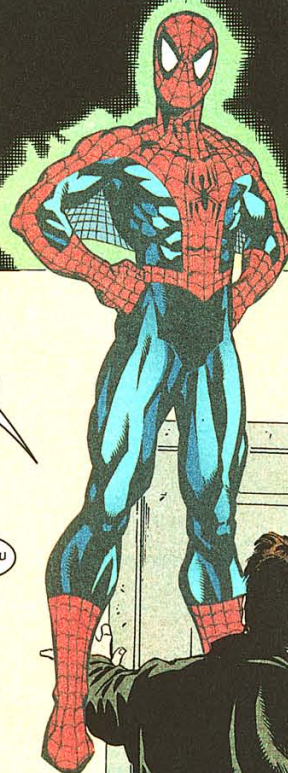
NAME _____
ADDRESS _____
CITY _____ STATE _____ ZIP _____
PHONE _____ DATE OF BIRTH _____

CAPCOM

BEFORE YOU LAY CLAIM TO HAVING THE BEST FIGHTING GAMES, YOU'D BETTER HAVE THE BEST FIGHTERS. WE DO.

MARVEL, X-MEN, WOLVERINE, STORM and the distinctive likenesses thereof are trademarks of Marvel Characters, Inc., and are used with permission. Copyright © 1998 Marvel Characters, Inc. This video game is produced under license from Marvel Characters, Inc. *Fighters Edge® is a registered trademark of GamePro magazine, the world's largest multiplatform gaming magazine and the official magazine sponsor of the Capcom Fighters Edge promotion. Reproduction of Fighter's Edge and/or Fighters Edge names and logos in whole or part without prior written permission by GamePro Magazine is prohibited. All Rights Reserved. © CAPCOM CO., LTD. 1998 © CAPCOM U.S.A., Inc. 1998 ALL RIGHTS RESERVED. CAPCOM is a registered trademark of CAPCOM CO., LTD. PlayStation and the PlayStation logo are registered trademarks of Sony Computer Entertainment Inc. The ratings icon is a trademark of the Interactive Digital Software Association. All other marks are the property of their respective owners.

ADVERTISEMENT



SMALL WONDER THAT HE'S STILL KNOWN AS THE FRIENDLY, NEIGHBORHOOD SUPER HERO.

AND THE HONORS WHICH A GRATEFUL POPULACE SURELY HEAPED UPON HIM --

-- ONE MUST ASSUME THAT THERE WERE MORE THAN ENOUGH TO FILL A SMALL MUSEUM!





ADVERTISEMENT

The ADVENTURES of POWERATOR of the GUARDIAN CYBERSPACE!

IN HIS SECRET LAIR THE VILAIN VY-RUS DEVICES EVIL PLOTS AGAINST HUMANKIND!

I WANT FREE UNLIMITED ACCESS TO THE INTERNET--10 NEW COMPUTERS--AND 3 MISSILES ARMED WITH NUCLEAR WARHEADS--OR I'LL TURN THE LIGHTS OUT...

N. MAYOR'S EMERGENCY COMMAND CENTER... STARTING WITH MIDTOWN, MAYOR!

THIS IS A JOB FOR... POWERATOR!

A LREADY ON THE JOB, POWERATOR IS FLYING UNDERCOVER THROUGH MODERN LINES IN SEARCH OF VY-RUS!

MUST SAVE NEW YORK--AND FAST!

--AND TIMES SQUARE IS NEXT!!

POOF!

THOSE NEW YORKERS THINK I'M KIDDING! I'LL SHOW THEM!

HAVING FOUND THE RIGHT LINE, POWERATOR SCRAMBLES VY-RUS'S MODERN!

WHA--? WHO DARES TO--

LIGHTS OUT FOR VY-RUS!

NOW THE WEB IS YOUR PARALLEL UNIVERSE--INK IT! BATTLE EVIL! SAVE THE WORLD! YOU CAN DO ANYTHINGS WITH YOUR OWN HOME PAGE!

IT'S FREE, EASY AND FUN! MAKE YOUR MARK TODAY AT MARK.TRIPOD.COM!

leave your mark 

<http://mark.tripod.com>



BULLPEN BULLETINS

ON SALE AUGUST 5

BLADE

Just in time for his Hollywood debut comes this all-new BLADE adventure! When some violent vampires get into a territorial war, Blade is caught in the middle! By MARC ANDREYKO and BART SEARS!

CABLE

CABLE must protect Hell's Kitchen from the energy being known as ZAZAK! As if that weren't bad enough, S.H.I.E.L.D. has targeted Cable as its #1 most wanted! By JOE CASEY and LADRONNI!

CAPTAIN AMERICA: SENTINEL OF LIBERTY

From the far-flung days of World War II comes this time-lost tale of CAP. NAMOR, the HUMAN TORCH -- a.k.a. the INVADERS! By MARK WAID and RON GARNEY!

DAREDEVIL

To save an innocent man, DD will have to go through BULLSEYE, BUSHWHACKER, and the KINGPIN! That MATT MURDOCK will do anything to win a case! By DAN CHICHESTER and LEE WEEKS!

ESSENTIAL X-MEN

Compiling three years of X-MEN stories into one expansive volume! Featuring such popular villains as MAGNETO, the BLOOD, and DEATHBIRD! By CHRIS CLAREMONT, DAVE COCKRUM, JOHN ROMITA JR., and many more!

FANTASTIC FOUR

The island of GENOSHA needs the help of MISTER FANTASTIC -- but they'll have to go through the FANTASTIC FOUR to get it! By CHRIS CLAREMONT and SALVADOR LARROCA!

HAWKEYE: EARTH'S MIGHTIEST MARKSMAN

The Avengers Archer in his own action-packed one-shot! HAWKEYE's been targeted by TASKMASTER and BATROC -- but this bowman battles back! By TOM DEFalco, MARK BAGLEY, JEFF JOHNSON and DAVE ROSSI!

KA-ZAR

The people of the SAVAGE LAND are revolting against KA-ZAR! Meanwhile, SHANNA and ZIRA flee to the dangerous and mysterious land known as BHADWALINI! By CHRISTOPHER PRIEST and KENNY MARTINEZ!

RAMPAGING HULK

Concluding the senses-shattering saga that introduces an all-new foe for the HULK: the powerful creature known as RAVAGE! By GLENN GREENBERG and RICK LEONARDI!

SENSATIONAL SPIDER-MAN

"The Gathering of the Five" begins here! If you miss this one, you're missing one of the most important SPIDEY sagas ever! By TODD DEZAGO and JOE BENNETT!

SPIDER-GIRL

Re-presenting the first appearance of our hottest new heroine! Plus a sneak peek at the Marvel Universe of the future! M2! By TOM DEFalco and RON FRENZ!

SUNFIRE & BIG HERO 6

BIG HERO 6 is fighting a losing battle against the EVERWRAITH! They could use some help from SUNFIRE, but he's too busy dying! By SCOTT LOBDELL and GUS VASQUEZ!

THOR

Dragged beneath the ocean depths, picked as the consort of the Inuit sea goddess, SEDNA, THOR's only hope for rescue lies with NAMOR the SUB-MARINER! By DAN JURGENS and JOHN ROMITA JR.!

UNCANNY X-MEN

At last! KITTY PRYDE, NIGHTCRAWLER, and COLOSSUS return to the team -- but they may wish they had stayed with EXCALIBUR after meeting the all-new, all-deadly X-MEN! By STEVEN T. SEAGLE and CHRIS BACHALO!

X-MEN: THE MANGA

Trapped on the island of GENOSHA, GAMBIT, JUBILEE, and STORM stage a daring escape that puts them right in the path of the deadly SENTINELS! By HIROFUMI ICHIKAWA!

ITEM!

It seems like only yesterday that a fresh-faced group of teenage mutants enrolled at PROFESSOR XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS! Now, 35 years later, the X-MEN are going stronger than ever! Join us this month as we celebrate three-and-a-half decades of the most uncanny heroes of all! It all begins next week in X-MEN #80, a 48-page extravaganza featuring the long-awaited return of KITTY PRYDE, COLOSSUS, and NIGHTCRAWLER to the team! The issue also introduces a new group of villains: the all-evil, all-deadly X-MEN! The thrill-a-minute story is by JOE KELLY, and wait till you get a look at the breathtaking art by BRANDON PETERSON and ART THIBERT! It's all wrapped up under an eye-popping holographic foil cover by superstar CARLOS PACHECO! So pick up a copy of X-MEN #80! It's the perfect anniversary gift -- for yourself!

ITEM!

If you've seen the previews at your local theater, you know the BLADE movie starring WESLEY SNIPES looks like one of the hottest action flicks of the summer! The movie will be out in August, and to mark the occasion, we've got a brand-new BLADE 48-page one-shot, on sale next week! The half-human, half-vampire BLADE is up to his neck in trouble as he investigates a turf war between battling bloodsuckers! This spooky special is brought to you by MARC ANDREYKO, BART SEARS, and MARK PENNINGTON! So what are you waiting for? Grab your garlic and your crucifix, and get ready for the return of the sharpest Blade of them all!

ITEM!

In the next couple of months, DAREDEVIL is going to explode! The action starts next week, as a classic creative team returns to the Man Without Fear in the double-sized DAREDEVIL #380! DAN CHICHESTER and LEE WEEKS, the duo that brought you the unforgettable "Fall of the Kingpin" storyline, are coming back to DD for this one dynamic issue, paving the way for a bold new direction which begins in September! DD #380 starts off with a cargo ship containing illegal weapons going up in a ball of flame! MATT MURDOCK uses all of his legal skills to help the innocent man who has been set up for the crime. But to save a life, DD will have to go through a trio of tough customers: BULLSEYE, BUSHWHACKER, and the KINGPIN! The Fourth of July may be over, but it looks like the fireworks are just about to begin!

ITEM!

The build-up to the double-sized FANTASTIC FOUR #12 begins next week in FF #10! As a bloody civil war grips the island of GENOSHA, one of the FANTASTIC FOUR's foes seeks to take advantage of the genetic strife! The Genoshan freedom fighters realize only one man can save their country: MISTER FANTASTIC! THE PRESS GANG is sent to retrieve REED RICHARDS, but it won't be stretching the truth to say that REED won't go peacefully! CHRIS CLAREMONT, SALVADOR LARROCA, and ART THIBERT are the terrific threesome crafting this tale of mutant rebellion!

ITEM!

From the pages of the AVENGERS comes the battling Bowman, HAWKEYE: EARTH'S MIGHTIEST MARKSMAN, in an all-new 48-page one-shot! But with this awesome archer, one shot is all it takes! This mammoth tale finds HAWK serving as mentor to young Avengers-in-training JUSTICE and the terrible TASKMASTER! Will these three heroes be enough to stop a foe who has battled the Avengers to a standstill? Titantic TOM DEFalco is the man guiding Hawkeye's arrows, and he's aided by a trio of artistic greats: MARK BAGLEY, JEFF JOHNSON, and DAVE ROSSI! Add the inking prowess of SCOTT KOLINS, TOM WEGRYN, and AL MILGROM, and you've got one-shot that can't miss!

ITEM!

There are all kinds of rumors floating around about the SPIDER-MAN books these days -- rumors about PETER PARKER divorcing MARY JANE, the fate of Pete & MJ's baby, and even a rumor about a certain arachnid dying! Well, starting with SENSATIONAL SPIDER-MAN #32, you'll get to see if any of those rumors are true, as we launch a five-part tale we're calling "The Gathering of the Five!" TODD DEZAGO and JOE BENNETT kick off the proceedings, with the SCRIERS delivering a mysterious package to NORMAN OSBORN -- and that's just the beginning of the greatest Spider thriller of all! This story, and the one that immediately follows, will have a permanent effect on Peter Parker and all those around him! Don't say you haven't been warned!

STAN'S SOAPBOX!

H

Good news! You can all stop worrying! Many of you have written woeful, angst-filled letters on tear-stained paper asking what would happen if the unthinkable occurred -- if we should run out of No-Prizes! Well, set your minds at rest, Believers! We'll never run out of them because we have two No-Prizes working 24-hour shifts to keep up with the demand! And here are the kind of questions that are keeping us busy full time...

L

et's hear it for F.M. (yep, that's how he signed it!) of Yonkers, NY who asks:

"Why is the Spider-Man series ending?"

O, ye of little faith, Spidey's series isn't ending! It's starting a new life away from the network and into syndication! Of web-head's like a wart -- you can't get rid of him!

H

ere's an unexpected query from Amelia Rapp of Tjonesta, PA:

"Do you ever wish that the X-Men and Marvel's other heroes were real?"

You mean they're not?! Hel-lo!

H

ey, waddya know! Scott Hardie of Esperance, Australia just discovered Marvel!

"I'm new to the Marvel world. Do all your heroes live in the same plane of existence, or are some on a different Earth than the other heroes?"

Uh-oh, Scottie, sounds like you flunked Geography in school. I hate to break this to you, but there's really only one Earth! And all our costumed cut-ups (when they're not busy saving other galaxies) share this same pandemonium plane of existence, as you so existentially put it! And they probably all envy the No-Prize you're about to receive!

J

ohn Salvage, of Perrysburg, OH sounds like a biographer as he asks:

"When did you decide you wanted to go into comic books?"

Truthfully? Never! The thought never even occurred to me. After high school, I applied for a job at a publishing company and didn't know they published comics! They hired me and tossed me a Captain America yarn to work on. It was so much fun that I stayed there for most of my adult life! So you see, it was all a sinister cosmic accident!

F

inally, Glen Lopez of Los Angeles, CA obviously has an inquiring mind. Here's your:

"What was it like to provide the voice for Stan Lee in the last episode of Spider-Man's animated series episode, 'Farewell, Spider-Man'?"

It was great, except I almost wasn't hired. They said I wasn't the right type!

A

nd now, as our newest Laureates fade gently into the night, their No-Prizes held close to their grateful hearts, we too must take our leave until next time -- that is, if you can stand such raw, naked emotion twice in a row!

Excelsior!

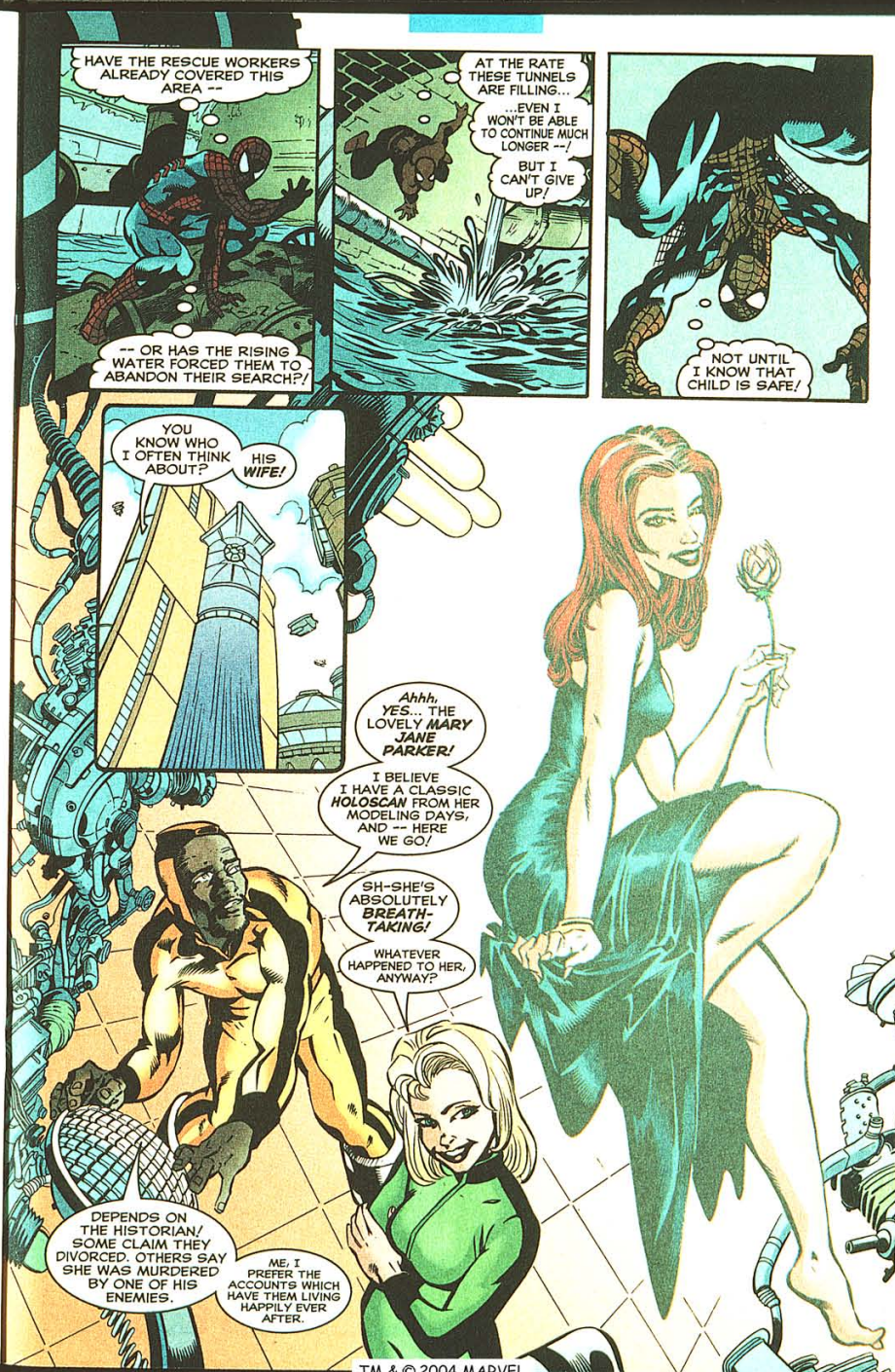
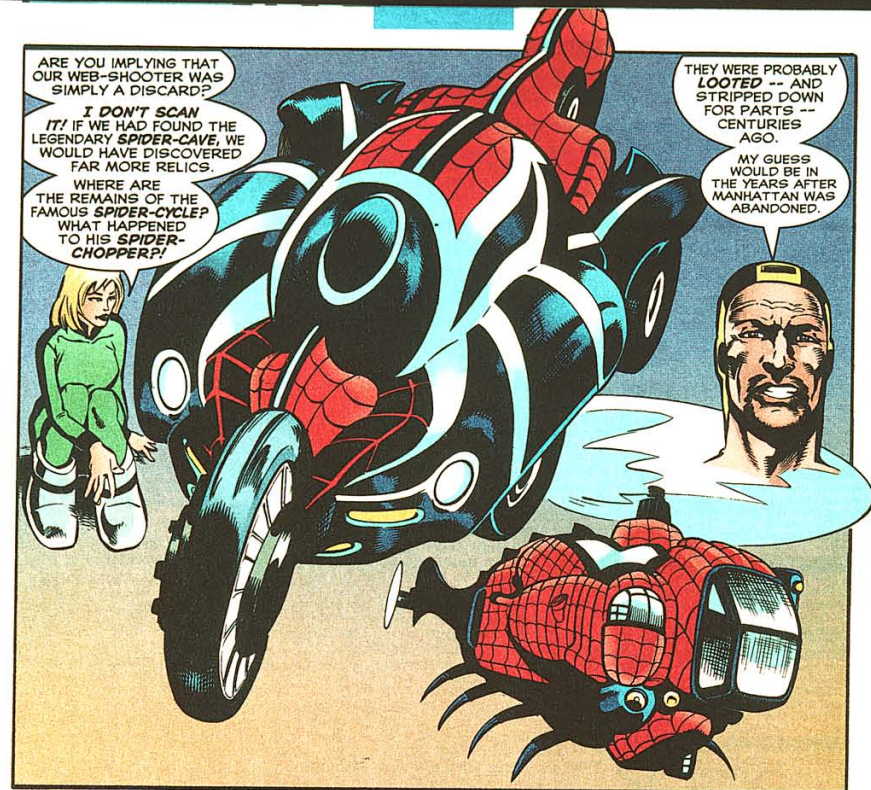
Stan

Hey, Culture Lovers -- you can E-mail your Soapbox letters and comments to STANZFANZ@AOL.COM. Ain't science great?!!

LOOKING FOR THE NEAREST COMICS SHOP? CALL 1-888-COMIC BOOK

Design by Richard Starkings and COMICRAFT/EW

TM & © 2004 MARVEL





I SEEM TO REMEMBER THAT ONE AUTHOR EVEN REFERRED TO Mrs. PARKER AS THE *FIRST LADY OF THE HEROIC AGE*.



AN INTERESTING CHOICE --

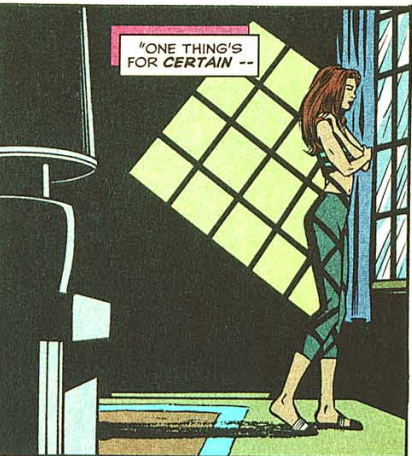
-- BUT I PROBABLY WOULD HAVE



STILL, WHEN YOU CONSIDER SPIDER-MAN'S STATURE IN THE SUPER HERO COMMUNITY, THEY MUST HAVE THROWN SOME VERY COLORFUL PARTIES!



"ONE THING'S
FOR CERTAIN --



"-- MARY JANE MUST HAVE BEEN THE ENVY OF ALL HER FRIENDS!"



1140 ADELIN STREET, TRENTON, NJ 08610

COMICS

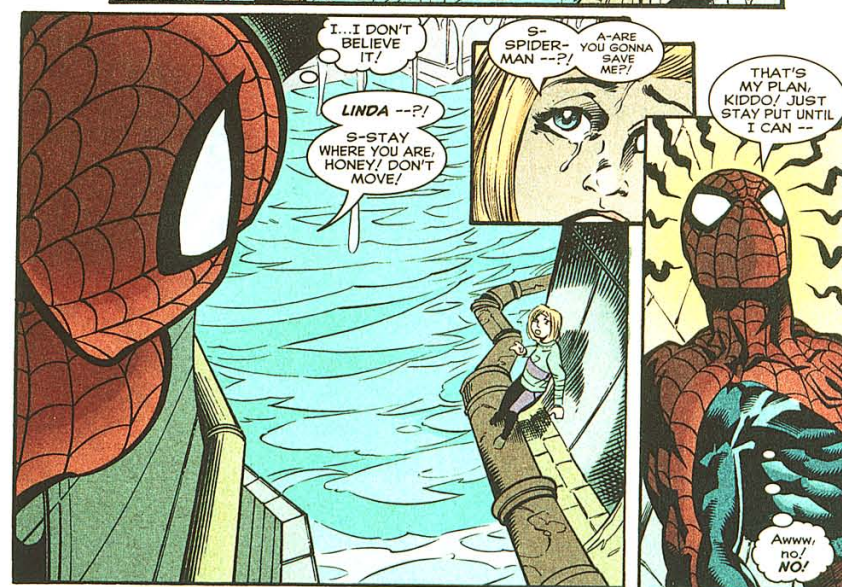
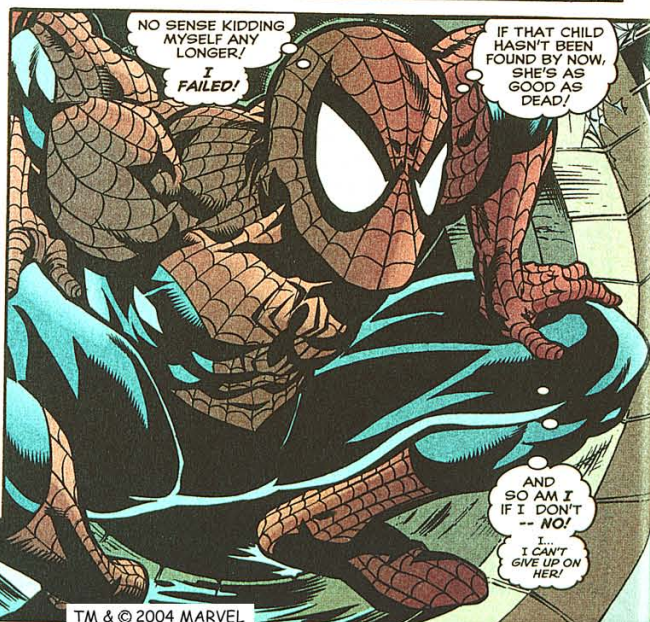
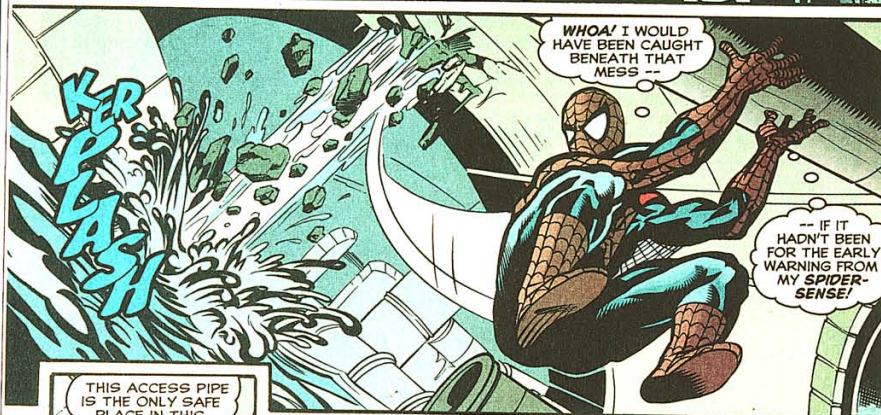
Prices per issue

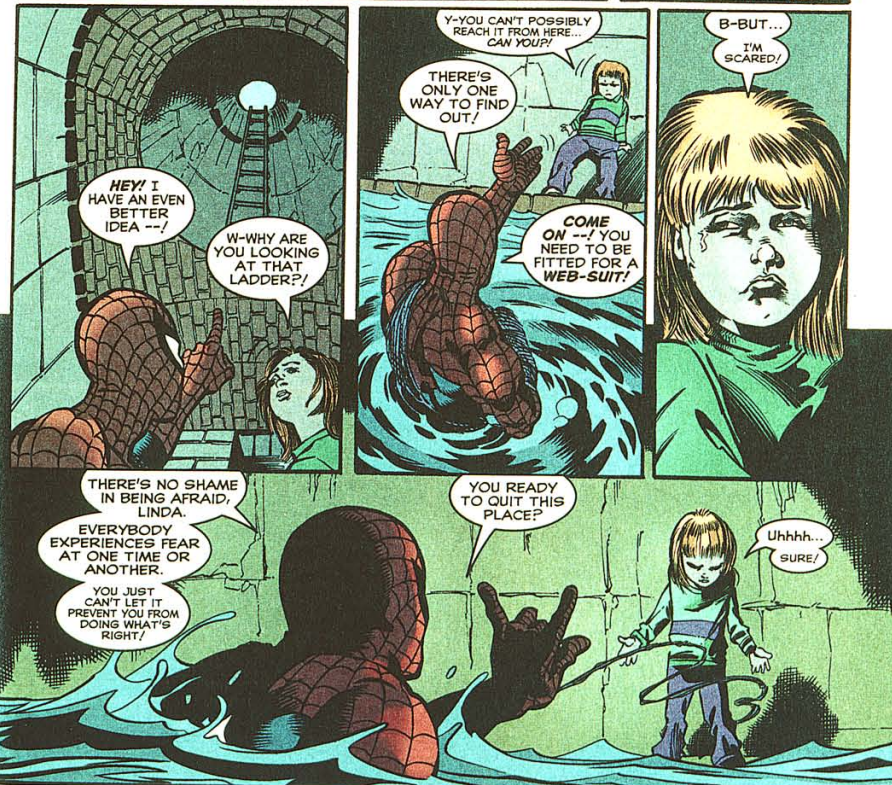
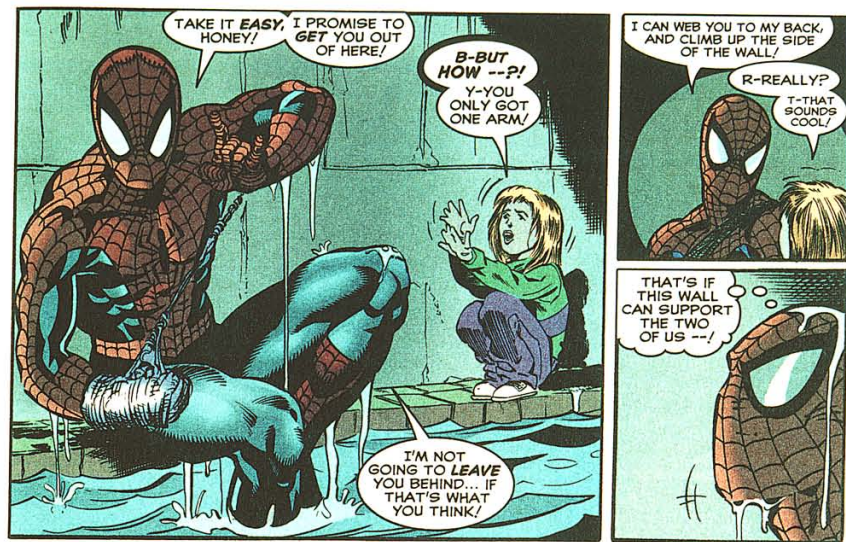
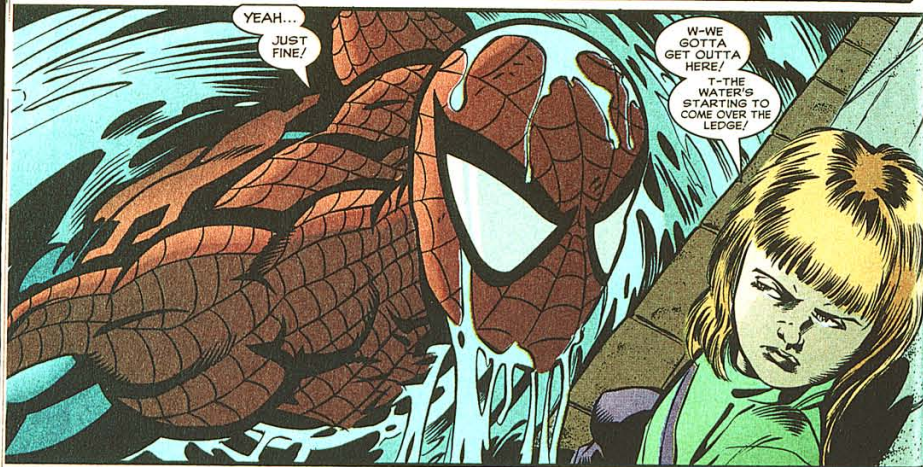
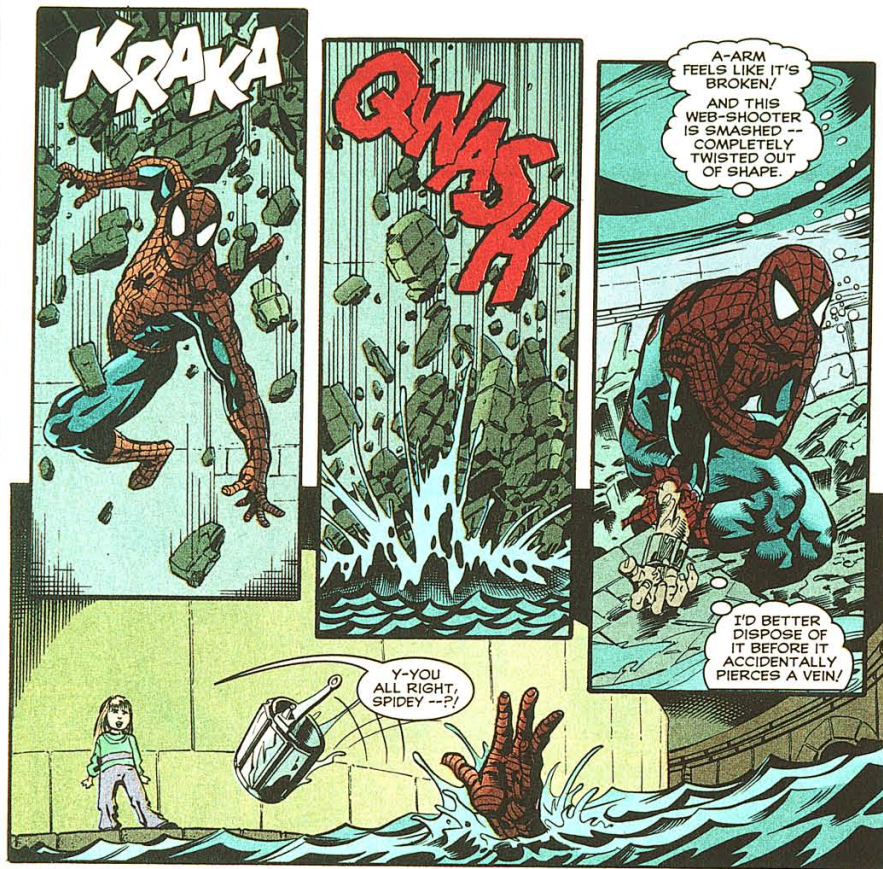
ALPHA FLIGHT
#1 \$1.00; #2-11, \$1.50; #12-13, \$2.00; #14-15, \$2.50; #16-17, \$3.00; #18-19, \$3.50; #20-21, \$4.00; #22-23, \$4.50; #24-25, \$5.00; #26-27, \$5.50; #28-29, \$6.00; #30-31, \$6.50; #32-33, \$7.00; #34-35, \$7.50; #36-37, \$8.00; #38-39, \$8.50; #40-41, \$9.00; #42-43, \$9.50; #44-45, \$10.00; #46-47, \$10.50; #48-49, \$11.00; #50-51, \$11.50; #52-53, \$12.00; #54-55, \$12.50; #56-57, \$13.00; #58-59, \$13.50; #60-61, \$14.00; #62-63, \$14.50; #64-65, \$15.00; #66-67, \$15.50; #68-69, \$16.00; #70-71, \$16.50; #72-73, \$17.00; #74-75, \$17.50; #76-77, \$18.00; #78-79, \$18.50; #80-81, \$19.00; #82-83, \$19.50; #84-85, \$20.00; #86-87, \$20.50; #88-89, \$21.00; #90-91, \$21.50; #92-93, \$22.00; #94-95, \$22.50; #96-97, \$23.00; #98-99, \$23.50; #100-101, \$24.00; #102-103, \$24.50; #104-105, \$25.00; #106-107, \$25.50; #108-109, \$26.00; #110-111, \$26.50; #112-113, \$27.00; #114-115, \$27.50; #116-117, \$28.00; #118-119, \$28.50; #120-121, \$29.00; #122-123, \$29.50; #124-125, \$30.00; #126-127, \$30.50; #128-129, \$31.00; #130-131, \$31.50; #132-133, \$32.00; #134-135, \$32.50; #136-137, \$33.00; #138-139, \$33.50; #140-141, \$34.00; #142-143, \$34.50; #144-145, \$35.00; #146-147, \$35.50; #148-149, \$36.00; #150-151, \$36.50; #152-153, \$37.00; #154-155, \$37.50; #156-157, \$38.00; #158-159, \$38.50; #160-161, \$39.00; #162-163, \$39.50; #164-165, \$40.00; #166-167, \$40.50; #168-169, \$41.00; #170-171, \$41.50; #172-173, \$42.00; #174-175, \$42.50; #176-177, \$43.00; #178-179, \$43.50; #180-181, \$44.00; #182-183, \$44.50; #184-185, \$45.00; #186-187, \$45.50; #188-189, \$46.00; #190-191, \$46.50; #192-193, \$47.00; #194-195, \$47.50; #196-197, \$48.00; #198-199, \$48.50; #200-201, \$49.00; #202-203, \$49.50; #204-205, \$50.00; #206-207, \$50.50; #208-209, \$51.00; #210-211, \$51.50; #212-213, \$52.00; #214-215, \$52.50; #216-217, \$53.00; #218-219, \$53.50; #220-221, \$54.00; #222-223, \$54.50; #224-225, \$55.00; #226-227, \$55.50; #228-229, \$56.00; #230-231, \$56.50; #232-233, \$57.00; #234-235, \$57.50; #236-237, \$58.00; #238-239, \$58.50; #240-241, \$59.00; #242-243, \$59.50; #244-245, \$60.00; #246-247, \$60.50; #248-249, \$61.00; #250-251, \$61.50; #252-253, \$62.00; #254-255, \$62.50; #256-257, \$63.00; #258-259, \$63.50; #260-261, \$64.00; #262-263, \$64.50; #264-265, \$65.00; #266-267, \$65.50; #268-269, \$66.00; #270-271, \$66.50; #272-273, \$67.00; #274-275, \$67.50; #276-277, \$68.00; #278-279, \$68.50; #280-281, \$69.00; #282-283, \$69.50; #284-285, \$70.00; #286-287, \$70.50; #288-289, \$71.00; #290-291, \$71.50; #292-293, \$72.00; #294-295, \$72.50; #296-297, \$73.00; #298-299, \$73.50; #300-301, \$74.00; #302-303, \$74.50; #304-305, \$75.00; #306-307, \$75.50; #308-309, \$76.00; #310-311, \$76.50; #312-313, \$77.00; #314-315, \$77.50; #316-317, \$78.00; #318-319, \$78.50; #320-321, \$79.00; #322-323, \$79.50; #324-325, \$80.00; #326-327, \$80.50; #328-329, \$81.00; #330-331, \$81.50; #332-333, \$82.00; #334-335, \$82.50; #336-337, \$83.00; #338-339, \$83.50; #340-341, \$84.00; #342-343, \$84.50; #344-345, \$85.00; #346-347, \$85.50; #348-349, \$86.00; #350-351, \$86.50; #352-353, \$87.00; #354-355, \$87.50; #356-357, \$88.00; #358-359, \$88.50; #360-361, \$89.00; #362-363, \$89.50; #364-365, \$90.00; #366-367, \$90.50; #368-369, \$91.00; #370-371, \$91.50; #372-373, \$92.00; #374-375, \$92.50; #376-377, \$93.00; #378-379, \$93.50; #380-381, \$94.00; #382-383, \$94.50; #384-385, \$95.00; #386-387, \$95.50; #388-389, \$96.00; #390-391, \$96.50; #392-393, \$97.00; #394-395, \$97.50; #396-397, \$98.00; #398-399, \$98.50; #400-401, \$99.00; #402-403, \$99.50; #404-405, \$100.00; #406-407, \$100.50; #408-409, \$101.00; #410-411, \$101.50; #412-413, \$102.00; #414-415, \$102.50; #416-417, \$103.00; #418-419, \$103.50; #420-421, \$104.00; #422-423, \$104.50; #424-425, \$105.00; #426-427, \$105.50; #428-429, \$106.00; #430-431, \$106.50; #432-433, \$107.00; #434-435, \$107.50; #436-437, \$108.00; #438-439, \$108.50; #440-441, \$109.00; #442-443, \$109.50; #444-445, \$110.00; #446-447, \$110.50; #448-449, \$111.00; #450-451, \$111.50; #452-453, \$112.00; #454-455, \$112.50; #456-457, \$113.00; #458-459, \$113.50; #460-461, \$114.00; #462-463, \$114.50; #464-465, \$115.00; #466-467, \$115.50; #468-469, \$116.00; #470-471, \$116.50; #472-473, \$117.00; #474-475, \$117.50; #476-477, \$118.00; #478-479, \$118.50; #480-481, \$119.00; #482-483, \$119.50; #484-485, \$120.00; #486-487, \$120.50; #488-489, \$121.00; #490-491, \$121.50; #492-493, \$122.00; #494-495, \$122.50; #496-497, \$123.00; #498-499, \$123.50; #500-501, \$124.00; #502-503, \$124.50; #504-505, \$125.00; #506-507, \$125.50; #508-509, \$126.00; #510-511, \$126.50; #512-513, \$127.00; #514-515, \$127.50; #516-517, \$128.00; #518-519, \$128.50; #520-521, \$129.00; #522-523, \$129.50

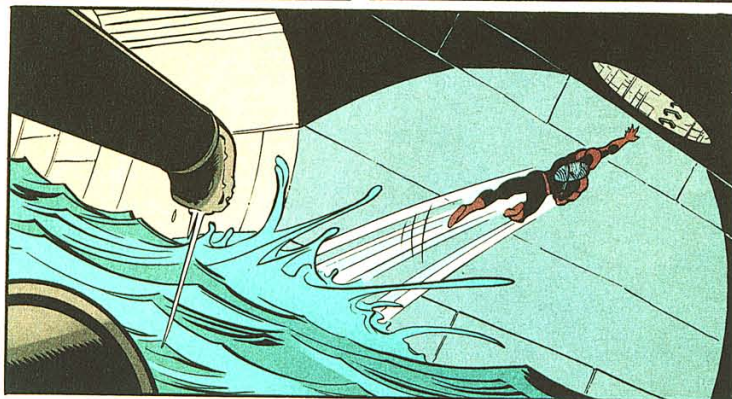
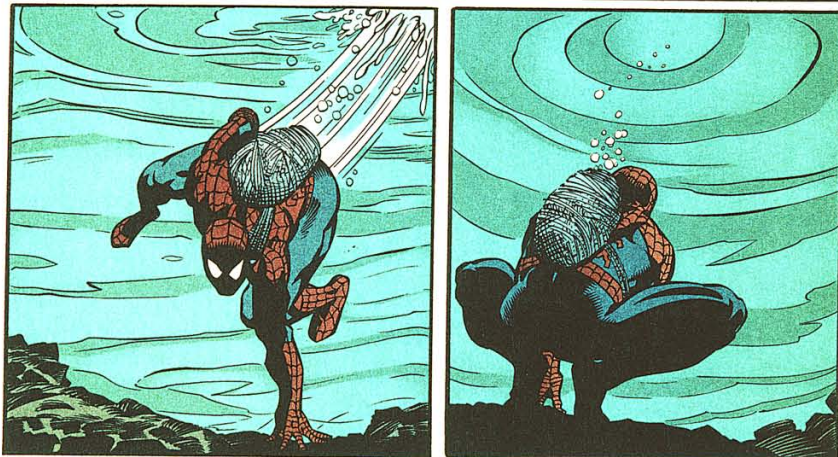
ALL COMICS MINT/NM

[illegible]

POLYPROPYLENE BAGS \$2.95 per 100; Specch width 6-7/8" or 7-1/8". Solid White 24 MI BAKER BOARDS \$7.95 per 100; Specch width and bags that boards are for.
ORDERING INSTRUCTIONS: This advertisement expires November 30, 1981. We accept Charge Orders, Visa & MasterCard, and cash. Please allow 4-6 weeks for delivery. Foreign orders will not accept Charge Orders and envelopes. (a) Minimum order is \$10.00; Minimum charge order (for foreign customers only) is \$30.00. (b) Shipping charges (U.S. \$4.50 + no additional charges). (Foreign \$4.00 plus 10% for shipping and handling). (c) Payment by Bank or Postal money order. (d) For U.S. orders, please allow 4-6 weeks for delivery. (e) Foreign orders, other than cash, must remain in U.S. funds. (f) Payment by bank or postal money order, please allow 4-6 weeks for delivery. (g) Prices and availability are subject to change without prior notice. We reserve the right to refuse any order. (h) M.I. residents only.







SUBSCRIBE TODAY!



NOW AVAILABLE
THROUGH SUBSCRIPTION

the mighty
THOR
'NUFF SAID!!

DISCOUNT OFFER ON THESE TITLES!

1 TITLE FOR \$21.97/YR.
2 TITLES FOR \$29.97/EA.
3 OR MORE TITLES FOR JUST \$19.97/EA.

***SPECIAL
LIMITED-TIME
OFFER!!!**

**ANY TITLE JUST
\$19.97 EACH!!**

Special offer available for one subscription year only.
Offer available to new subscribers only.

Heroes Return

- | | |
|---|---|
| ☐ AVE Avengers | ☐ FAN Fantastic Four |
| ☐ CAM Captain America | ☐ IRM Iron Man |
| ☐ THO Thor NEW! | |

Marvel Heroes

- | | |
|--|--|
| ☐ AFT Alpha Flight | ☐ SIL Silver Surfer |
| ☐ DDV Daredevil | ☐ INC The Incredible Hulk |
| ☐ HPH Heroes For Hire | ☐ BLT Thunderbolts |
| ☐ ZAR Ka-Zar | |

Spider-Man

- | | |
|---|---|
| ☐ AMZ Amazing Spider-Man | ☐ SSM Sensational Spider-Man |
| ☐ PPK Spectacular Spider-Man | ☐ SPI Spider-Man |

The X-Men

- | | |
|--|---------------------------------------|
| ☐ CAB Cable | ☐ FAC X-Factor |
| ☐ DDP Deadpool | ☐ MEN X-Men |
| ☐ GEN Generation X | ☐ XFO X-Force |
| ☐ WOL Wolverine | ☐ MAN X-Man |
| ☐ XME Uncanny X-Men | |

Ordering is fast and easy!

☐ **Yes!** Sign me up for home delivery of the comics I've checked. I deserve the most in savings, convenience, service, and selection!

My satisfaction is guaranteed!

Check off the subscriptions you want delivered to your home (12 issues each) and return this page or a copy to:

MARVEL DIRECT MARKETING,
P.O. BOX 1979, DANBURY, CT 06813.

Please provide credit card information or make your check or money order payable to "Marvel Direct Marketing Inc." For even faster service call: (203) 743-5331 Fax: (203) 744-9944 and have your credit card handy! Provide credit card information when ordering by phone or fax.

OFFER GOOD UNTIL 9/30/98.

YES, YOU CAN PHOTOCOPY THIS AD!

Please print:

NAME OF READER _____ DATE OF BIRTH (M/D/Y) _____

STREET ADDRESS _____

CITY _____ STATE _____ ZIP _____

OF SUBSCRIPTIONS _____ AMOUNT ENCLOSED: \$ _____

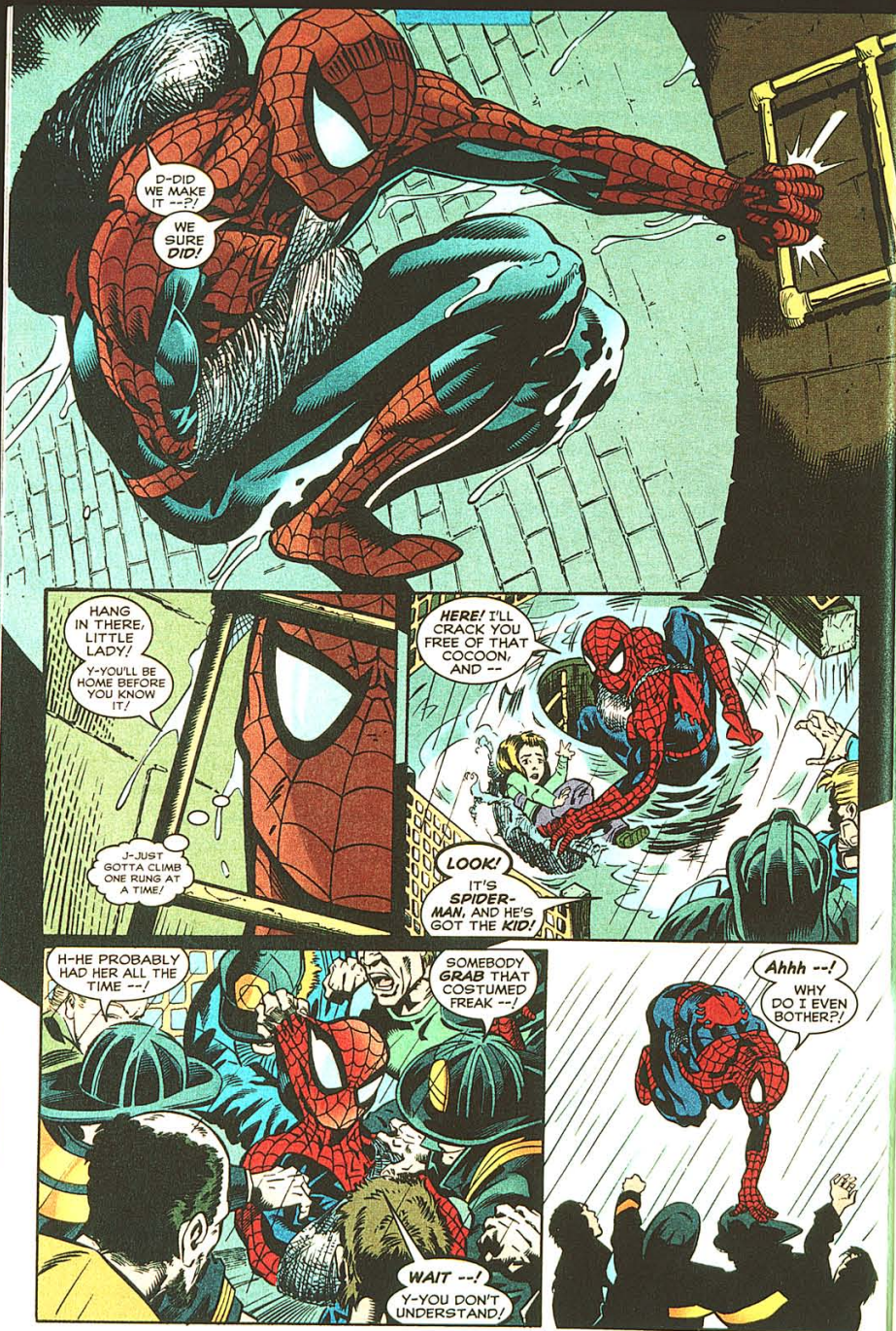
CHARGE MY: ☐ VISA ☐ MasterCard ☐ Discover Card ☐ AMEX

CREDIT CARD # _____ EXPIRATION DATE _____

NAME OF CREDIT CARD HOLDER (IF DIFFERENT FROM ABOVE) _____

SIGNATURE FOR CREDIT CARD ORDERS
Canada, add \$10.00 per title (in U.S. funds only, includes GST#R127032852). Foreign, add \$12 per title in U.S. funds only. Allow 6 to 10 weeks for delivery of your first issue. TM & © 1998 Marvel Entertainment Group Inc. All rights reserved.

H87MD8



ADVERTISEMENT

www.milehighcomics.com

MARVEL COMICS ONLINE AUCTIONS!

BID 24 HOURS A DAY!



Silver Surfer (1968) #4 Fine
Valued at \$160.00
Sold for \$62.00



Spider-Man #129 Fine
Valued at \$200.00
Sold for \$84.00



Fantastic Four #67 Good
Valued at \$55.00
Sold for \$27.00



Strange Tales Annual #2 VG
Valued at \$200.00
Sold for \$90.00

- Approximately 1,000 items listed per week
- 3 new auctions posted each weekday evening
- Most auctions last seven days
- No minimum bid required, no reserves (All winning bids accepted!)
- No cost to participate
- Friendly customer service staff!
- Visa/MC/Discover accepted - Secure server available (Checks/Mo OK too!)
- All auction items owned by Mile High Comics (Unlike some Internet auctions, we never bid on our own items)
- Items from different auctions can be shipped together to save on shipping costs

OTHER SERVICES AVAILABLE AT WWW.MILEHIGHCOMICS.COM

- 5,000,000 Back Issues (over 63,000 different comics)
- 5,000 different Trade Paperbacks and Graphic Novels
- New Comics at discounts ranging from 10% to 40% off

PLUS AUCTIONS IN THESE CATEGORIES

Action Figures • Posters • T-Shirts • Toys • Cards
Star Trek Items • Star Wars Items • Board Games
GI Joe • Transformers • Disney Items • Prints/Portfolios

VISIT OUR RETAIL STORES

Store Maps & Pictures available at www.milehighcomics.com

WWW.MILEHIGHCOMICS.COM
America's Largest Comics Dealer

Comics fans helping comics fans, that's what Mile High Comics is all about!

Webmasters

Check out our home page for information about our associates program. You could be earning a 10% commission linking your site to ours!



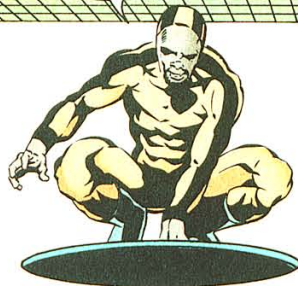
...IS THERE ANY CHANCE IT CAN BE...
...REPLICATED?

ZACK! ARE YOU SERIOUSLY CONSIDERING --P?



WHY NOT?
IT'S BEEN A FEW HUNDRED YEARS SINCE THIS WORLD HAD ITS LAST SUPER HERO.

A NEW MILLENNIUM IS APPROACHING!
MAYBE IT'S ALSO TIME FOR A NEW AGE OF HEROES...



AND I COULD FOLLOW IN THE FOOTSTEPS OF THE GREATEST COSTUMED CRUSADER OF ALL!



"THINK OF IT, LANA..."



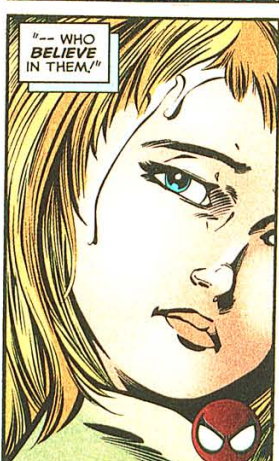
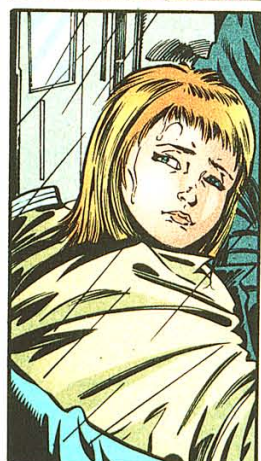
"...NO MATTER WHAT HAPPENS..."



"...THE WORLD WILL ALWAYS NEED HEROES!"



"AS WELL AS THOSE --"



"-- WHO BELIEVE IN THEM!"

THE SPIDER-BEEB

MATT
HICKS
ASSISTANT
EDITOR

RALPH
MACCHIO
EDITOR

BOB
HARRAS
CHIEF



Dear Ralf,
AMAZING SPIDER-MAN #433 was an excellent read, and one of the first that made me reconsider just how heroic Peter Parker really is. Parker has always had that deep sense of responsibility as we are constantly reminded with the Uncle Ben flashbacks. Over the years, we've seen him skip class, stand up dates, and even neglect his family when he feels the need to play the hero. All the while, J. Jonah Jameson and other naysayers ponder how life would be without heroes. Do they create these villains and catastrophes and pose more problems than they solve? Are they menaces? I've always sided with Parker and the rest of the heroes, feeling that they're doing the best they can to bring good into a dark and dangerous world. Until this issue.

Mr. Hyde was not responsible for ruining Joe Robertson's retirement party. Peter Parker was. All that Zabo wanted to do was hang out in his hotel room and maybe watch a little HBO. He certainly was no threat to anybody. Parker could have enjoyed the party, sent his best to the Robertsons, and returned late if need be. But no, he had to go out looking for trouble and start a fight that was totally unnecessary. That great sense of responsibility of Parker's caused a lot of damage, ruined a party, and could have gotten someone killed. What was he thinking?

An old Daily Bugle headline once read, "Spider-Man: Hero or Menace?" In this case, I know which one I'd choose...

M.C. Westmeyer
(Address withheld by request)

Interesting take on this issue's story. M.C. Could Peter have minimized property damage by choosing a better time to check up on Hyde? Perhaps. Let us say in Peter's defense, though, that Hyde was certainly short of innocent in this affair. One of the activities he was engaged in, besides "hanging out" in his hotel room, was attempting to get his payment from the New World Order for attacking the Hulk on a crowded commercial airline flight, a high-profile criminal act which makes Hyde a fugitive at this time. And Peter didn't exactly start the fight, he merely had the bad luck of being spotted by Hyde while outside his window. Should we let all criminals go unpunished as long as they're not committing crimes at the time?

Dear Spider's Web,

I just put down AMAZING SPIDER-MAN #433...literally, and this is what I have to say: Great job!!! Tom DeFalco, thanks a lot! You've helped prove that just because our

hero is injured doesn't mean he's out of the war against crime.

At first, you guys had me worried that Peter might actually get something other than his ankle sprained, but look at how it turned out. He even got a couple of bucks.

Lastly, there is only one thing that worries me. After all the years I've witnessed Spidey don the trademarked costume (5 years), he's gonna redo the whole thing? Ricochet?! I mean, c'mon. Let's think about this. What about the Scarlet Spider costume or even the Blood Spider suit from way back in ASM #367? I don't think I can take the suspense, but I will stay with it. So, until Venom bakes homemade cookies for Norman Osborn, Make Mine Marvel!

Rufus "Slayer-Z" Stokes
P.O. Box 263
Lambert, MS 38643

Hey, last time we checked, Eddie Brock is single, and never underestimate the cooking skills of a New York bachelor!

As for Ricochet, well, by the time this sees print, we will have turned the page on the "Identity Crisis" story, including Peter's time as Ricochet. Hope two issues wasn't too long a time away from the classic red-and-blues for you...uh...Slayer.

Dear Arachnights,

The prelude to the shattering of Spider-Man in AMAZING SPIDER-MAN #433 was brilliant! Toms Lyle and DeFalco were born to work together (hint, hint)! Most noticeable this time was the added emphasis on the civilian saga, and I hope this signifies a permanent change. Ysee, that's the problem when you create such a powerful supporting cast—they're as interesting as the villains and the flashy powers!

It was nice to see some interaction between Robbie and Jonah at last. They've been friends for so long—and close ones at that—and their frosty split has had a big impact on everyone. It seems Jonah is ashamed of what he's done, at the deal Norman Osborn forced him to make. He partly blames himself for pushing Robbie into resigning, and he's also angry at appearing meek and submissive to those around him, unable to fight back lest Osborn hurt his family. But I've always seen Jonah as (among other things) a brave man, one who desperately wants to be seen as a hero, both by himself and the public. That's why he's tried so often to tear Spider-Man down, because the Webhead (unlike, say, the Fantastic Four) deals with the street scum and urban crime which Jonah himself sought to expose in the pre-super hero years.

Spidey is therefore a challenge to Jonah's own heroic status, and Jonah sees himself buried beneath the good deeds of such urban super heroes. This is why he portrays them all as bad guys, worthy of fear more than trust. It's him or them, and in his own way, Jonah has fought to be a hero as long and hard as Spidey himself.

But Osborn has become a bigger and more direct threat than the Wall-crawler ever was—and I can see Jonah slowly building himself up toward some retaliation. We've seen the gun in the desk drawer, and the old snarl and hard gaze back in ASM #433; and maybe soon he'll dare to face Osborn one-on-one. Whether he'll outwit Osborn legally, or just blast a bullet in his head (thus destroying his hopes of ever being a hero again) remains to be seen.

Thinking about it, Jonah isn't the only one with a major grudge against Osborn. There's Pete, too, and MJ, and Liz Allan, and even Paul Stacy. That's five people. So if Osborn were to bite the bullet... in a shadowy room... with no witnesses... then maybe we could see the Spider-verse's variation of that old Dallas plotline in the form of "Who Shot Norman Osborn?"

Oh, and what's this? "Joe wants to visit Greece and sail the Aegean Sea," eh? I'd feared he was being written out of the series, but apparently he's got a big role still to play! Go, Robbie—find little May. And bring her home. At last.

Kevin Barron
43 Mill Falls
Driffield, East Yorkshire
ENGLAND YO25 7AZ

And what makes you think that whatever Robbie may find in Greece has anything to do with little May, Mr. Barron?

NEXT ISSUE:

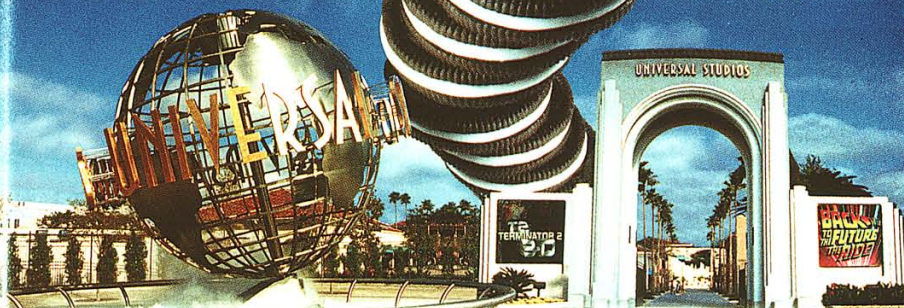
THEY, WHAT'S JOHN BYRNE DOING WRITING NEXT ISSUE? COULDN'T WAIT, HUH? OKAY, THEN, HERE WE GO! JUMPIN' JOHN LEAPS ON BOARD TO WRAP THINGS UP BEFORE THE CRAZIENESS STARTS IN OCTOBER. "THE GATHERING OF FIVE" PICKS UP SPEED AS JOE ROBERTSON FINALLY CONNECTS WITH ALISON MONGRAIN AND CONVINCES HER TO RETURN TO NYC TO CONFRONT PETER. BUT TO REACH THE BIG APPLE, THEY'LL HAVE TO ELUDE NORMAN OSBORN'S ASSASSIN'S FIRST! IT'S ACTION AND ADVENTURE AS YOU LIKE IT, IN THE INIMITABLE STYLE OF JOHN BYRNE, GUEST PENCILER RAFAEL KAYANAN AND BUD KAROSA! AND RALF! PLAYING THE TRIANGLE!

WIN A TRIP TO UNIVERSAL STUDIOS FLORIDA

THE 1998 OREO STACKING CONTEST

HOW HIGH CAN YOU STACK?

WIN A \$20,000 SAVINGS BOND



The OREO STACKING CONTEST is coming back to your hometown! If you're the best Stacker in your store, you'll win a cool Oreo watch and a chance to go to Universal Studios Florida®—the only place on Earth where you can Ride the Movies®—to compete for the Grand Prize: a \$20,000 U.S. Savings Bond! Call 1-800-ONLY-OREO to find out when and where you can enter.

No purchase necessary. Void where prohibited. See rules in participating stores for details. Contest ends August 16, 1998. Must be 12 or younger. Many will enter and a few will win. Odds of winning depend on number of participating stores. T2, TERMINATOR 2, ENDOSKELETON, and the depiction of the Endoskeleton are trademarks of Canal+ D.A. All rights reserved. Back To The Future The Ride® is a registered trademark of Universal-U-Drive J.V. ©1998 Universal Studios Florida. A Universal Studios/Paramount Group Joint Venture. All rights reserved. ©1998 Nabisco, Inc.

SPIDER'S WEB
MARVEL COMICS
387 PARK AVENUE SOUTH • NEW YORK, NY 10016

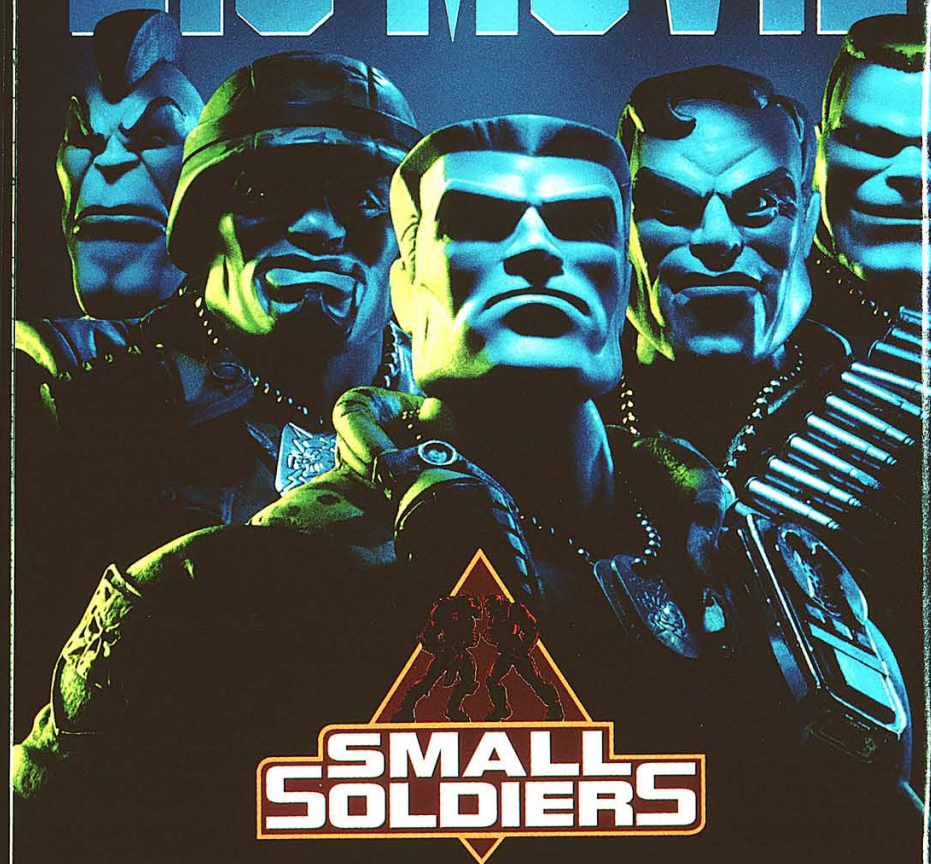
IF YOU DON'T WANT YOUR NAME AND ADDRESS PRINTED, PLEASE LET US KNOW. LETTERS MAY BE EDITED FOR CONTENT AND LENGTH.

E-MAIL: MAIL@MARVEL.COM
MAIL: MARVEL.COM
FAX: MARVEL.COM
"OKAY TO PRINT"

TM & © 2004 MARVEL

TM & © 2004 MARVEL

BIG MOVIE



ORION PICTURES PRESENTS A UNIVERSAL PICTURES PRODUCTION "SMALL SOLDIERS" KIRSTEN DUNST GREGORY SMITH JAY MOHR PHIL HARTMAN
KEVIN DUNN AND DENIS LEARY FRANK LANGELLA AND JEFF BRIDGER TOMMY LEE JONES AND JEFF CHAPMAN PAUL GERTSON
MUSIC BY JERRY GOLDSMITH EDITOR ANDREW KOPPELMAN PRODUCED BY JERRY BRUCKHEIMER AND JERRY BRUCKHEIMER
SCREENPLAY BY WALTER PARKES AND COLIN WILSON AND MICHAEL FINNELL DIRECTED BY JOE DANTE
CASTING BY GAVIN SCOTT COSTUME DESIGNER ADAM PAKIN EXECUTIVE PRODUCERS TED ELLIOTT AND TERRY ROSSIO
PRODUCED BY JERRY BRUCKHEIMER AND JERRY BRUCKHEIMER
www.freezone.com/small-soldiers